

**NOTICE OF MERGER**  
of  
**COMSTOCK EAGLE FORD PARTNERS LLC**  
with and into  
**VOG PALO VERDE LP**

**September 21, 2018**

I, R. Scott Garrick, the Chief Executive Officer of the general partner of VOG PALO VERDE LP, a Delaware limited partnership, ("VOG Palo Verde"), hereby certify that on September 21, 2018, VOG Palo Verde (a) filed with the Secretary of State of the State of Delaware, that certain Certificate of Merger, a true copy of which is attached hereto as Exhibit A, and (b) filed with the Secretary of State of Nevada, those certain Articles of Merger, a true copy of which is attached hereto as Exhibit B, whereby, in each case, effective as of September 21, 2018, COMSTOCK EAGLE FORD PARTNERS LLC, a Nevada limited liability company ("Comstock EF Partners"), merged with and into VOG Palo Verde, with the name of the surviving entity being VOG PALO VERDE LP.

VOG Palo Verde is filing this Notice of Merger (this "Notice") for purposes of updating the real property records and to give notice to all persons of the merger. VOG Palo Verde requests that this Notice be recorded in the Official Public Records of Real Property indexed against each of Comstock EF Partners, as the merging entity, and VOG Palo Verde, as the surviving entity. Nothing contained in this Notice shall be deemed to modify, amend, alter, limit or otherwise change any of the provisions of the merger agreements or the surviving rights or obligations of the parties thereto.

[Signature Page Follows]

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VOG PALO VERDE LP

By: VOG Palo Verde GP LLC, its general partner

By: R. Scott Garrick  
Name: R. Scott Garrick  
Title: Chief Executive Officer

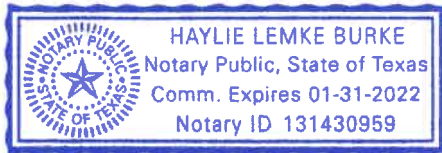
ACKNOWLEDGEMENT

STATE OF TEXAS                   §  
   §  
COUNTY OF TRAVIS           §

This instrument was acknowledged before me this 21<sup>st</sup> day of September, 2018 by R. Scott Garrick, the Chief Executive Officer of VOG Palo Verde GP LLC, the general partner of VOG Palo Verde LP, a Delaware limited partnership, on behalf of said limited partnership.

Haylie Lemke Burke  
Notary Public  
Printed Name: Haylie Lemke Burke  
My Commission Expires: 01-31-2022

Seal:



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**Exhibit A**

CERTIFICATE OF MERGER

(Attached)

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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"COMSTOCK EAGLE FORD PARTNERS LLC", A NEVADA LIMITED LIABILITY COMPANY,

WITH AND INTO "VOG PALO VERDE LP" UNDER THE NAME OF "VOG PALO VERDE LP", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2018, AT 5:14 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

6362734 8100M  
SR# 20186783004

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203479889  
Date: 09-24-18

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:14 PM 09/21/2018  
FILED 05:14 PM 09/21/2018  
SR 20186783004 - FileNumber 6362734

**CERTIFICATE OF MERGER  
MERGING  
VOG PALO VERDE LP  
a Delaware limited partnership**

**AND**

**COMSTOCK EAGLE FORD PARTNERS LLC  
a Nevada limited liability company**

Pursuant to Title 6, Section 17-211 of the Delaware Limited Partnership Act, the undersigned limited partnership executed the following Certificate of Merger as of September 21, 2018:

**FIRST:** The name of the surviving limited partnership is VOG Palo Verde LP ("VOG"). The jurisdiction of formation of VOG is the State of Delaware.

**SECOND:** The name of the limited liability company being merged into the surviving limited partnership is Comstock Eagle Ford Partners LLC ("CEFP"). The jurisdiction of formation of CEFP is the State of Nevada.

**THIRD:** An Agreement and Plan of Merger, dated as of the day hereof, by and between VOG and CEFP (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the business entities which is to merge or consolidate pursuant to the Merger Agreement.

**FOURTH:** CEFP shall be merged with and into VOG, with VOG being the surviving entity (the "Surviving Entity") in the merger, and the name of the Surviving Entity shall be VOG Palo Verde LP.

**FIFTH:** The Merger Agreement is on file at the place of business of the surviving Delaware limited partnership located at:

VOG Palo Verde LP  
c/o Venado Oil & Gas LLC  
13301 Galleria Circle, Suite 300  
Austin, Texas 78738

**SIXTH:** The merger shall become effective upon filing with the Secretary of State of the State of Delaware.

**SEVENTH:** A copy of the Merger Agreement will be furnished by VOG on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate in connection with the merger hereto.

\*\*\*\*\*

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IN WITNESS WHEREOF, the Surviving Company has caused this Certificate of Merger to be signed by an authorized officer this 21<sup>st</sup> day of September, 2018.

**VOG PALO VERDE LP**

By: VOG Palo Verde GP LLC, its general partner

By: R. Scott Garrick

Name: R. Scott Garrick

Title: Chief Executive Officer

**Exhibit B**  
ARTICLES OF MERGER  
(Attached)

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\*140105\*



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: www.nvsos.gov

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number <b>20180415604-81</b>
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time <b>09/21/2018 2:14 PM</b>
	Entity Number <b>E0409702018-1</b>

**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 1**

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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**Articles of Merger**  
(Pursuant to NRS Chapter 92A)

**1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):**

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

Comstock Eagle Ford Partners LLC

Name of merging entity

Nevada

Jurisdiction

Limited Liability Company

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

and,

VOG Palo Verde LP

Name of surviving entity

Delaware

Jurisdiction

Limited Partnership

Entity type \*

\* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

**Filing Fee: \$350.00**

*This form must be accompanied by appropriate fees.*

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**BARBARA K. CEGAVSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-6708  
 Website: [www.nvsos.gov](http://www.nvsos.gov)

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 2**

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**2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):**

Attn:

c/o:

**3) Choose one:**

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

**4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):**

- If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

**(a) Owner's approval was not required from**

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

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**BARBARA K. CEGAVSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 3**

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(b) The plan was approved by the required consent of the owners of \*:

Comstock Eagle Ford Partners LLC

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

VOG Palo Verde LP

Name of surviving entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Merger Page 3  
 Revised: 1-5-15

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**BARBARA K. CEGAVSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 4**

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

\_\_\_\_\_  
 Name of merging entity, if applicable

\_\_\_\_\_  
 Name of merging entity, if applicable

\_\_\_\_\_  
 Name of merging entity, if applicable

\_\_\_\_\_  
 Name of merging entity, if applicable

and, or,

\_\_\_\_\_  
 Name of surviving entity, if applicable

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**BARBARA K. CEGAVSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: www.nvsos.gov

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 5**

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**5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)\*:**

**6) Location of Plan of Merger (check a or b):**

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

**7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)**

Date:  Time:

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Merger Page 5  
 Revised: 1-5-15

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**BARBARA K. CEGAVSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-6788  
 Website: www.nvsos.gov

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 6**

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**B) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)\***

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

Comstock Eagle Ford Partners, LLC

Name of merging entity

X R. Scott Granich

Signature

CEO of GP of its sole member  
 Title

9/21/18  
 Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

and,

VOG Palo Verde LP

Name of surviving entity

X R. Scott Granich

Signature

CEO of its general partner  
 Title

9/21/18  
 Date

\* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 6  
 Revised: 1-6-18

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FILED AND RECORDED  
REAL PROPERTY RECORDS  
On: Oct 01, 2018 at 02:56P

Document Number: 00129469  
Amount 74.00

HONORABLE MARGARITA A ESQUEDA  
COUNTY CLERK  
By  
Ana Ramon

LA SALLE COUNTY  
ANY PROVISION HEREIN WHICH RESTRICTS  
THE SALE, RENTAL OR USE OF THE  
DESCRIBED REAL PROPERTY BECAUSE OF  
COLOR OR RACE IS INVALID AND  
UNENFORCEABLE UNDER FEDERAL LAW.

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